

DELHI DUTY FREE SERVICES PRIVATE LIMITED

REGISTERED OFFICE: BUILDING NO. 301, GROUND FLOOR, OPPOSITE TERMINAL-3, INDIRA **GANDHI INTERNATIONAL AIRPORT, NEW DELHI-110037.** Tel. No.: 011-49342900, email: parveen.gupta@delhidutyfree.co.in website: www.delhidutyfree.co.in

CIN: U52599DL2009PTC191963

NOTICE OF 12TH ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the Twelfth Annual General Meeting ("AGM") of the Members of Delhi Duty Free Services Private Limited will be held on Friday the 17th day of September 2021 at 3:00 p.m. through Video Conferencing ("VC") for the transaction of the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
 - **RESLOVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2021 and the report of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
- 2. To appoint Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation as a Director and being eligible, offer himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
 - **RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.
- 3. To appoint Mr. Videh Jaipuriar (DIN: 03097753), who retires by rotation as a Director and being eligible, offer himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
 - **RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Videh Jaipuriar (DIN: 03097753), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.
- 4. Appointment of the Statutory Auditor:

To appoint the Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, M/s Walker Chandiok & Co. LLP., Chartered Accountants, New Delhi, having Firm Registration Number 001076N/N500013, be and are hereby appointed as the Statutory Auditors of the Company for a term of period of five (5) years commencing from the conclusion of this 12th Annual General Meeting till the conclusion of 17th Annual General Meeting of the Company to be held in 2026 at such remuneration plus applicable taxes and out-of-pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors.

RESOLVED FURTHER THAT any Director or Mr. Rajiv Madan, Chief Financial Officer or Mr. Parveen Gupta, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, and things which are necessary, desirable or expedient to give effect to this resolution.

SPECIAL BUSINESS:

5. Appointment of Mr. Raymond Hernan (DIN: 09030843) as a Director of the Company.

To appoint Mr. Raymond Hernan as a Director of the Company and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Raymond Hernan (DIN 09030843), who was appointed as an Additional Director of the Company w.e.f. March 24, 2021, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. Appointment of Mr. Colin James O'Donovan (DIN: 09094666) as a Director of the Company.

To appoint Mr. Colin James O'Donovan as a Director of the Company and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Colin James O'Donovan (DIN 09094666), who was appointed as an Additional Director of the Company w.e.f.

March 24, 2021, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

By Order of the Board For Delhi Duty Free Services Pvt. Ltd.

-sd/-(Parveen Gupta) Company Secretary A-16813

Place: New Delhi Date: August 20, 2021

Registered Office:

Delhi Duty Free Services Private Limited Building No. 301, Ground Floor, Opposite Terminal-3, Indira Gandhi International Airport, New Delhi-110037, India.

NOTES:

- 1. Considering the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its Circular No. 02/2021 dated January 13, 2021 read together with General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") without physical presence of members at a common venue.
- 2. In terms of MCA Circulars referred above and provisions of Companies Act, 2013, the 12th AGM of the Company is being conducted through VC.
- 3. As the 12th AGM is being held through VC the venue of the AGM shall be the Registered Office of the Company i.e. Building No. 301, Ground Floor, Opposite Terminal 3, Indira Gandhi International Airport, New Delhi- 110037 for all purposes.
- 4. Since, the AGM will be held through VC, the route map of the venue of the AGM is not annexed hereto.
- 5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the 12th AGM is annexed hereto.
- 6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since, this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- 7. The notice of the AGM along with the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company in accordance with MCA Circulars above referred. Members may please note that this Notice will also be available on the Company's website at http://www.delhidutyfree.co.in.
- 8. Any query relating to the financial statements must be sent to the Company's Registered Office at least seven (7) days before the date of the AGM.
- 9. Members attending the 12th AGM of the Company through VC will be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013 as per the MCA Circulars above mentioned.
- 10. The facility for joining the AGM through VC will be kept open at least 15 minutes before the time scheduled for the AGM and will not be closed till the expiry of 15 minutes after such scheduled time. The link, log in credentials and process to access and join the AGM through VC will be provided through email to all the Members.
- 11. The Corporate members are requested to send a duly certified copy of the Board resolution/power of attorney/authority letter etc. authorizing their

- representative to attend and vote on their behalf in the AGM, pursuant to Section 113 of the Companies Act, 2013.
- 12. Since there are only three Members, voting can be conducted through show of hands. In case poll is demanded the members shall cast their votes on the resolution(s) only by sending mails through their email addresses registered with the Company. The said emails shall only be to the Company Secretary of the Company at parveen.gupta@delhidutyfree.co.in
- 13. The Registers of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company on any working days during business hours and at the AGM as well. Member seeking to inspect such registers and documents electronically, may send an email to the Company Secretary of the Company at parveen.gupta@delhidutyfree.co.in.
- 14. The Members are requested to intimate immediately about any change in their address at the registered office of the Company.
- 15. For any assistance with respect to convening of meeting through VC, you may contact the Company Secretary of the Company at email ID: parveen.gupta@delhidutyfree.co.in and contact no. 011 49342930 or +91 8800194534.
- 16. The members are requested to follow the following instruction to participate in the AGM through VC:
 - (a) The login id and password for joining the AGM through VC will be sent through email.
 - (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (c) Members can participate in the AGM through smart phone, laptop, ipad.
 - (d) Members will be required to allow the camera and use internet with a good speed to avoid any disturbance during the meeting.

Item No. 2

As stipulated under Secretarial Standard-2, brief profile of Mr. Srinivas Bommidala, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Λαο	55 years
Age	55 years
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Qualifications Experience	Commerce Graduate Mr. Srinivas Bommidala hails from a business family with over seven decades of experience in tobacco exports. After, graduating he joined the family business in 1982 and diversified into aerated water bottling plants, while growing the tobacco business further. In 1995, as a found Director of GMR group, he established India's first PPP power project in Chennai. Together with the founder Chairman Mr. G.M. Rao, Mr. Srinivas Bommidala spearheaded the GMR group's energy business. When the GMR group expanded its infrastructure play, as the first Managing Director of Delhi Airport in 2006, he led the transition of Delhi Airport from a public owned entity to a public private partnership enterprise. Under his leadership, the concept of Aerotropolis was conceived and took shape in Delhi and Hyderabad Aerocities. Since, then these have become global destination for business, commerce and leisure. In 2007, he took over as the Chairman of Urban Infra & Highways sector consisting of Highways, Construction, SEZ and Airport Property Development Businesses. During this period GMR Highways emerged as one of the largest National Highway Developer in the country. he led the Group's maiden sport foray by building the Delhi franchise of IPL from inception. Delhi Daredevils today is one of the most valuable sports properties in India. From 2012 to 2017, Mr. Bommidala served as Chairman of airports business. During this period, GMR emerged as amongst the top five airport developers in the world and expanded its portfolio comprising of Delhi, Hyderabad, Goa, Cebu & Crete. In addition to the airport assets, GMR Airports also strengthened its EPC capabilities winning its third party bid to construct Clark airport in Philippines. In early 2018, Mr. Bommidala has taken charge of GMR Group's Energy
	portfolio along with GMR's international airports in Philippines and Greece. In addition, he head the
	Technology Productivity and Innovation Council and
	provides though and strategic leadership to
	Digitalization efforts across GMR Group.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	March 30, 2012
zace of mot appointment	110.0.100/ 2012

Shareholding in the	NIL
Company	IVIL
	Brother in Law of Mr. GBS Raju, Director and not
Director/Manager and	related to any other Director/Key Managerial
other KMP	Personnel
Number of Meetings of the	3 (Three)
Board attended during the	
year	
Directorship of other Board	- Bommidala Exports Private Limited
	- Bommidala Tobacco Exporters Private Limited
	- GMR Infrastructure Limited
	- GMR Varalakshmi Foundation
	- Delhi International Airport Limited
	- GMR Hyderabad International Airport Limited
	- JSW GMR Cricket Private Limited (formerly known
	as 'GMR Sports Private Limited')
	- BSR Holdings Private Limited - GMR Airports Limited
	- AMG Healthcare Destination Private Limited
	- Delhi Duty Free Services Private Limited
	- GMR Goa International Airport Limited
	- GMR Enterprises Private Limited
	- GMR Energy Limited
	- GMR Kamalanga Energy Limited
	- GMR Warora Energy Limited
	- Heraklion Crete International Airport Societe
	Anonyme
	- GMR Megawide Cebu Airport Corporation, Philippines
	- Megawide GMR Construction JV, Inc.
	- B S R Infrastructure LLP
	- Sukreeda Sports and Entertainment LLP
	- Bommidala Exports
	- Hindustan Tobacco Company - Hotel Shivam International Private Limited
	- BKV Industries Limited
	- GMR League Games Private Limited
	- GMR Rajahmundry Energy Limited
	- GMR Family Fund Trust
	- Srinivas Bommidala and Ramadevi Trust
	- Varalakshmi Enterprises LLP
	- GMR Nagpur International Airport Limited
	- Parampara Family Business Institute
	- GMR Generation Assets Limited
Membership/Chairmanship	Audit Committee:
of Committees of other	- AMG Healthcare Destination Private Limited
Board	- GMR Energy Limited
	Management Committee:
	- GMR Infrastructure Limited
	- GMR Enterprises Private Limited
	- GMR Kamalanga Energy Limited - GMR Energy Limited
	Share Transfer Committee:
	- GMR Megawide Cebu Airport Corporation, Philippines
	Nomination and Remuneration Committee:
	- GMR Goa International Airport Limited
	2 Cod International / in port Entitled

Corporate Social Responsibility Committee: - GMR Airports Limited Debenture Allotment Committee: - GMR Infrastructure Limited
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Item No. 3

As stipulated under Secretarial Standard-2, brief profile of Mr. Videh Jaipuriar, including names of companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided below:

Age	57 years
Qualifications	B.Tech. in Chemical Engineering from IIT Delhi
	MMS in Marketing JBIMS.
Experience	Mr. Jaipuriar has done his B.Tech. in Chemical Engineering from IIT, Delhi in the year 1985. Thereafter, he completed his MMS in Marketing from JBIMS, Mumbai in the year 1988. Currently, he is the CEO of DIAL with effect from December 2017. His past experience includes working with Jubilant Industries Ltd. as Managing Director from November 2011 till December 2017, Bunge India as Vice President (Foods) from December 2006 till November 2011 and Blow Plast Limited as Vice President (Sales) from June 2004 till December 2006. He has also worked with Britannia Industries Limited in various roles from June 1988 till June 2004.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	May 01, 2019
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of Meetings of the Board attended during the year	4 (Four)
Directorship of other Board	Delhi International Airport Limited Digi Yatra Foundation Delhi Duty Free Services Private Limited Delhi Airport Parking Services Private Limited ACI Asia-Pacific
Membership/Chairmanship of Committees of other Board	Corporate Social Responsibility Committee: - Delhi Duty Free Services Private Limited Nomination and Remuneration Committee: - Delhi Duty Free Services Private Limited Business Committee: - Delhi Duty Free Services Private Limited Share Transfer Committee: - Delhi Airport Parking Services Private Limited

Item No. 4:

The Members of the Company at the 8th Annual General Meeting held on September 19, 2017 have approved the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Delhi, having Firm Registration Number 117366W/W-100018 as the Statutory Auditors of the Company for a period of five (5) consecutive years till the conclusion of 13th Annual General Meeting.

M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Delhi have tendered their resignation as the Statutory Auditors of the Company, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. July 30, 2021, as per Section 139(8) of the Companies, Act, 2013 ("the Act").

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filed by the Board within a period of thirty (30) days and such appointment shall also be approved by the members of the Company within three (3) months of the recommendation of the Board. The Auditors so appointed shall hold office till the conclusion of the next Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee and the Board and the confirmation received from M/s Walker Chandiok & Co. LLP, Chartered Accountants, having Firm Registration Number 001076N/N500013 on their eligibility, the Members in the Extra Ordinary General Meeting held on August 20, 2021 have appointed M/s Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants and to hold the office of the Statutory Auditors upto the conclusion of this 12th Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board recommends to the Members on appointment M/s Walker Chandiok & Co. LLP, Chartered Accountants, having Firm Registration Number 001076N/N500013 for a term of period of five (5) consecutive years, commencing from the conclusion of ensuing 12th Annual General Meeting of the Company till the conclusion of 17th Annual General Meeting of the Company to be held in the year 2026.

The brief profile of M/s Walker Chandiok & Co. LLP, Chartered Accountants, is as under:

M/s Walker Chandiok & Co. LLP, Chartered Accountants established in 1935 is the only large Indian firm to have a consistently clean PCAOP audit. It is amongst the top 6 audit firms of India. The firm develop an integrated audit plan to obtain reasonable assurance that the financial statements as a whole are free from material misstatement and prepared in all material respects. Tata Stell, GMR, Kotak Mahindra Bank, ICICI Bank, Aviva, ICICI Prudential, GVK Bio, Cipla, Britannia are amongst the client of the firm.

Copy of consent letter, eligibility certificate received from M/s Walker Chandiok & Co. LLP, Chartered Accountants and all other allied documents, being referred in the resolution would be available for inspection by the Members free of cost, in physical or electronic form during business hours ie, 09.30 a.m. to 05.30 p.m. at the Registered Office cum Corporate Office of the Company and at the ensuing Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out

at Item No. 4 of the Notice. The Directors recommend the resolution for approval by the members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5:

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Raymond Hernan (DIN 09030843) as an Additional Director on the Board of the Company w.e.f. March 24, 2021. He holds the office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a Member proposing the candidature of Mr. Hernan to be appointed as Director of the Company.

Mr. Hernan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

As stipulated under Secretarial Standard-2, brief profile of Mr. Raymond Hernan, including names of companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided below:

Age	57
Qualifications	Chartered Accountant
Experience	Mr. Raymond Hernan joined ARI as CEO in August 2018. Prior to joining ARI, Mr. Hernan has held various senior executive roles in public and private companies mainly in the aviation and retail sectors. He worked as Director of Finance for Ryanair for 10 years during a period of exponential growth for the airline. In 2006 Mr. Hernan joined the Irish luxury department store chain Brown Thomas and subsequently worked in London for its parent company Selfridges. Mr. Hernan returned to Dublin to take up the role of CEO of Arnotts, Ireland's largest department store, where he successful repositioned the business as a modern and customer focused business.
Terms and Conditions of	Non-Executive Director
appointment	
Details of remuneration	NIL
Date of first appointment	March 24, 2021
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of meetings attended from the date of appointment and till the date of notice of this AGM	1 (One)
Directorship of other Board	Aer Rianta International cpt Cyprus Airports (F&B) Limited CTC-ARI Airports Limited CTC-ARI Holdings Limited

	Apolmart Limited Aer Rianta International Middle East WLL Caribbean ARI Inc. Wolcom Stores Limited Delhi Duty Free Services Private Limited
Membership/Chairmanship of Committees of other Board	NIL

Save and except Mr. Hernan and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Colin James O'Donovan (DIN 09094666) as an Additional Director on the Board of the Company w.e.f. March 24, 2021. He holds the office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a Member proposing the candidature of Mr. Donovan to be appointed as Director of the Company.

Mr. Donovan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

As stipulated under Secretarial Standard-2, brief profile of Mr. Donovan, including names of companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided below:

Age	47
Qualifications	Chartered Accountant
Experience	Mr. Colin is Chief Financial Officer of ARI International CPT since April 2019 and previously with Dublin Airport Authority plc as Group Head of Financial and Business Planning since July 2014. Prior to this he worked with Grafton Group plc, a FTSE listed builders merchants and retailer.
Terms and Conditions of	Non-Executive Director
appointment	
Details of remuneration	NIL
Date of first appointment	March 24, 2021
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of meetings attended from the date of appointment and till the date of notice of this AGM	1 (One)
Directorship of other Board	Aer Rianta International cpt

	Aer Rianta International Inc
	ARI US LLC
	Oileus Holdings Limited
	Montenegro Duty Free
	Aer Rianta International (North America) Inc
	ARI CSL LLC
	Daneway Holdings Limited
	Grafton Group PLC
	Delhi Duty Free Services Private Limited
Membership/Chairmanship	NIL
of Committees of other	
Board	

Save and except Mr. Donovan and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By Order of the Board For Delhi Duty Free Services Pvt. Ltd.

-sd/-(Parveen Gupta) Company Secretary (A-16813)

Place: New Delhi Date: August 20, 2021

Registered Office:

Delhi Duty Free Services Private Limited Building No. 301, Ground Floor, Opposite Terminal-3, Indira Gandhi International Airport, New Delhi-110037, India.